

THE BRITISH DAM SOCIETY

CONSTITUTION

(Revised Version – March 2003)

1. NAME

The name of this organisation is The British Dam Society and referred to hereinafter as BDS.

2. OBJECTS

The British Dam Society exists to

Advance the education of the public in technical subjects relating to planning, design, construction, civil engineering works and more particularly the society may in furtherance of these objectives.

- (i) stimulate interest and encourage improvements in the planning, design, construction, maintenance, operation and safety of dams and reservoirs.
- (ii) form the UK section of the International Commission on Large Dams (ICOLD).
- (iii) co-operate with ICOLD, for the distribution and interchange of information concerning dams and maintenance of the register of large dams in respect of the United Kingdom.
- (iv) participate in meetings of any nature held by ICOLD and generally promote the declared objects of ICOLD in the United Kingdom.

In furtherance of these objectives but, not further or otherwise, BDS shall have power:-

- (a) to act at the United Kingdom National Committee of ICOLD (UKCOLD).
- (b) to promote and assist the interchange of information on dams between organisations and individuals in the United Kingdom and through ICOLD.
- (c) to hold meetings to receive addresses given by distinguished engineers.
- (d) to encourage the writing of technical papers for the Congresses on Large Dams.
- (e) to publish biennially an up-to-date list of members.
- (f) to publish an annual report and accounts covering the activities of BDS and any other matters of interest to members.
- (g) to organise visits.
- (h) to hold meetings and conferences for discussion of issues relating to dams and reservoirs.

3. CORPORATE SUBSCRIBERS

Boards, corporations, statutory authorities, associations, federations, scientific bodies and the like may be invited to support financially the work and aims of BDS by becoming Corporate Subscribers. Corporate Subscribers shall each be entitled to nominate three

(3) persons as members to represent their interests in BDS who shall receive copies of all notices, reports, and other publications relating to the work of BDS.

4. MEMBERSHIP

Membership shall be open to any person over the age of 18 years or any organisation engaged or otherwise interested in the conception, promotion, planning, study, research, design, construction, management and operation of dams, reservoirs and the associated environment. Applications for membership shall be made on prescribed forms addressed to the Secretary.

5. SUBSCRIPTIONS

Annual subscriptions shall be payable in advance and the amounts of such subscriptions shall be fixed from time to time by the BDS Committee to cover the expenses of BDS and to create an adequate reserve. The names of members whose subscriptions are more than twelve months in arrears shall be removed from the list of members.

6. GOVERNING BODY

The governing body (BDS Committee) of the British Dam Society shall consist of the following:

- (a) The President or Vice-President of ICOLD (if he is of British nationality and is resident in the United Kingdom).
- (b) The Chairman and Vice-Chairman.
- (c) Up to three members nominated by the Institution of Civil Engineers to hold office for three years, one of whom shall retire in rotation each year and thereafter be ineligible for re-nomination until one year has elapsed between his term of service on the Committee unless elected as Chairman or Vice-Chairman.
- (d) Twelve members (four of whom shall retire each year), elected by BDS, if necessary by postal ballot, to hold office for three years and thereafter to be ineligible for re-election until one year has elapsed between their terms of service on the Committee unless elected as Chairman or Vice-Chairman.
- (e) Up to six members nominated by the Chairman after consultation with the Committee of BDS, to hold office for three years, two of whom shall retire in rotation each year and thereafter be ineligible for re-nomination until one year has elapsed between their terms of service on the Committee unless elected as Chairman or Vice-Chairman.
- (f) The immediate Past-Chairman of BDS for the year following his period of office whereupon he shall retire for one year and thereafter is eligible for re-election as a member of the Committee of BDS.
- (g) A Past-President or a Past Vice-President of ICOLD (if he is of British nationality and is resident in the United Kingdom) for the five years following the expiry of their period of office with ICOLD.
- (h) Such additional Honorary Officers as the Committee may appoint to assist in

the administration of BDS.

A term of service on the BDS Committee shall start immediately following an Annual General Meeting and the committee shall meet at least twice a year and as many times more frequently as may be necessary to deal with the affairs of BDS. Ten members shall constitute a quorum and the Chairman shall have a casting vote.

7. CHAIRMAN

The BDS Committee shall elect from its members, if necessary by ballot, a Chairman to hold office for two years commencing immediately following the last Annual General Meeting of the previous Chairman's term of office. Such election shall be held at the last meeting of the BDS Committee of the previous Chairman's term of office. On expiration of a Chairman's term of office he shall not be eligible for re-election as Chairman until he has been out of office for at least one year. The Chairman of the BDS Committee shall be ex-officio Chairman of BDS.

8. VICE-CHAIRMAN

Concurrently with the election of the Chairman the BDS Committee shall likewise elect from its members a Vice-Chairman to hold office for two years. Unless he is then elected as Chairman upon the expiry of such a two-year period in office a Vice-Chairman shall be ineligible for re-election to the BDS Committee until he has been out of office for at least one year. The Vice-Chairman of the BDS Committee shall be ex-officio Vice-Chairman of BDS.

9. CASUAL VACANCIES

In the event of the death, incapacity or resignation of the Chairman the Vice-Chairman shall automatically become Chairman for the remaining term of his predecessor's office and this remaining term shall not rank as a disqualification on his serving a full term as Chairman.

Upon the death, incapacity or resignation of the Vice-Chairman the BDS Committee shall meet and elect a new Vice-Chairman for a term to complete his predecessor's term of office. Thereafter he may be re-elected for two years as Vice-Chairman.

Casual vacancies caused by death, incapacity or resignation of members of the committee appointed under Clause 6(c) or 6 (e) shall be fulfilled by nominations by the Institution of Civil Engineers or by the Chairman after consultation with the Committee of BDS as the case may be. Casual vacancies caused by the death, incapacity or resignation of members of the BDS Committee elected under Clause 6(d) shall be filled by the Committee. Members so nominated or co-opted shall continue as members of the BDS Committee for the unexpired period of service of the deceased, incapacitated or resigned members whom they have replaced. They shall then retire but shall be eligible for nomination or election as a member of the Committee provided that the said unexpired period of service was less than eighteen calendar months.

10. ELECTION OF MEMBERS OF THE COMMITTEE OF BDS

Persons elected, if necessary by postal ballot, shall fill vacancies among the elected members. The Secretary shall notify Members before the end of the preceding October of the composition and service of the membership of the committee and he shall indicate the names of those elected members who are due to retire after the following Annual General Meeting. He shall at the same time ask for nominations to fill the vacancies in the elected membership and all nominations shall be despatched to reach him not later than January 1st. No nomination shall be valid unless supported by two members who shall have obtained the consent of their nominee in writing.

Should the number of valid nominations exceed the number of vacancies, the Secretary shall prepare a postal balloting list and he shall include therein the names of all eligible members who have been properly nominated. Ballot papers shall be circulated to all members and they shall be returned to the Secretary on or before the fourteenth day of February.

11. HEADQUARTERS AND SECRETARY

The headquarters and Secretariat of BDS shall be at the Institution of Civil Engineers.

12. ANNUAL GENERAL MEETING

An Annual General Meeting of BDS shall be held every year on a date and at a place specified by the BDS Committee as soon as may be convenient after the composition of the Committee for the following year has been determined, but in no case later than the 31st March in any year. At least 30 days notice shall be given in writing and those members attending shall constitute a quorum.

The Committee shall submit to the Annual General Meeting a report on its activities and other relevant matters and also present an audited statement of the accounts of the BDS made up of the previous financial year.

The results of the nominations, and of the postal ballot, if held, for the nomination and election of members of the BDS Committee shall be reported at the Annual General Meeting after which the new Committee shall take office and meet as soon as may be convenient. The retiring members shall be deemed to have vacated office upon the conclusion of the Annual General Meeting.

13. SPECIAL GENERAL MEETING

Special General Meetings may be held to deal with any business of BDS that cannot await the Annual General Meeting.

The need to call a Special General Meeting shall be decided by the Chairman alone or by the Committee of the BDS or by a request made in writing to the Secretary and supported

by not less than 10 members whose subscriptions are not more than 3 months in arrears and the Secretary shall thereupon give 21 days notice of the said Special General Meeting.

The agenda for a Special General Meeting shall be circulated with the notice of the meeting and no decisions shall be taken on any matter not on the agenda.

For a Special General Meeting held at the request of the Chairman or the Committee the members attending shall constitute a quorum but for a Special General Meeting called at the request of not less than 10 members the quorum shall be 20.

14. NOTICES

The Secretary's certificate shall constitute sufficient evidence that the notices calling an Annual General Meeting or a Special General Meeting has been posted in due time. All notices shall be deemed to have been received 72 hours after they have been posted.

15. VOTING

Members shall be entitled to one vote each at Annual or Special General Meetings and to participate in the postal ballot for membership of the BDS Committee.

At the General Meeting whether Annual or Special the Chairman shall have a casting vote and a simple majority shall be decisive except for changes of the Constitution.

16. SCREENING OF TECHNICAL PAPERS

The BDS Committee shall first screen all technical papers written for submission from United Kingdom to ICOLD Congresses before being forwarded to ICOLD. The Committee may decline to forward a paper without being bound to give any reasons or may request modifications to be made before forwarding a paper.

17. SUB-COMMITTEES

The Committee may appoint Sub-Committees to deal with specific subjects or to cover the field of activity of any Committee of ICOLD.

Such Sub-Committees may, with the approval of the Committee, co-opt any person, whether a member of the BDS or not, who has the knowledge and capacity to assist their deliberations.

The composition of Sub-Committees shall not be less than four nor more than seven members of BDS nominated by the Committee together with not more than three members co-opted by the Sub-Committee itself, subject to the approval of the Committee. The membership of Sub-Committees shall be reviewed annually by the Committee.

All actions and proceedings of each Sub-Committee shall be fully and promptly reported back to the Committee. The Committee may dissolve a Sub-Committee when no longer required. In any event they shall cease after six years whereupon the Committee may appoint a new Sub-Committee to continue the work.

18. FINANCE AND ACCOUNTS

The BDS Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment).

The Financial Year shall be the Calendar Year. The Secretary shall annually prepare and submit to the Committee a budget of income and expenditure for the forthcoming year and after the Committee has approved the budget with or without amendment the Secretary may make all disbursements which have been so approved. No other disbursements shall be made from the funds of the BDS except upon approvals from time to time properly recorded in the minutes of the Committee. All cheques shall require the signature of not less than two members of the Committee authorised by the Committee to act as signatories.

The Secretary shall annually present to the Committee an independently examined statement of all moneys received and expended during the past year and all times during the year the books of the BDS shall be open to inspection by the Chairman or Vice-Chairman.

19. BANKING ACCOUNTS

The Institution of Civil Engineers shall hold all monies received for the account of BDS. The Secretary shall deal with these funds in accordance with the provisions in Clause 18.

20. CHANGES IN THE CONSTITUTION

Changes in the Constitution shall be made only with the approval of two-thirds of those members voting at a meeting of the Committee of BDS and also with the approval of two-thirds of those members voting at the Annual General or Special Meeting. No changes shall be made unless due notice shall have been given thereof. No amendment shall be made which will cause BDS to cease to be a charity in law and no amendment to Clause 2, Clause 21 or this Clause shall be made without the prior approval in writing of the Charity Commissioners.

21. DISSOLUTION

The Society may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 21 days notice shall have been given to the members. Such resolution may give instructions for the disposal of any assets held by or in the name of the Society provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of the Society but shall be given or

transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Society as the Society may determine and if an in so far as effects cannot be given to this provision then to some other charitable purpose.

All real and personal property acquired by or on behalf of BDS shall be vested in not less than three, not more than five trustees (not being members of the Committee) who shall enter into a deed of trust setting forth the purposes and conditions upon which they hold such property in trust.